

MSC INDUSTRIAL DIRECT CO INC
 Form 4
 November 04, 2005

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
JACOBSON MITCHELL

2. Issuer Name and Ticker or Trading Symbol
MSC INDUSTRIAL DIRECT CO INC [MSM]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
MSC INDUSTRIAL DIRECT CO., INC., 75 MAXESS ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/02/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman and CEO

MELVILLE, NY 11747

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				Code V Amount (A) or (D) Price			
Class A Common Stock	11/02/2005		C	400,000 <u>A</u> (1) \$ 0	400,000	I (1)	By trust
Class A Common Stock					169,669	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Class B Common Stock	(2)	11/02/2005		C	400,000	(3) (3)	Class A Common Stock 400,000
Class B Common Stock	(2)					(3) (3)	Class A Common Stock 946,246
Class B Common Stock	(2)					(3) (3)	Class A Common Stock 3,000,000
Class B Common Stock	(2)					(3) (3)	Class A Common Stock 7,650,706

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JACOBSON MITCHELL MSC INDUSTRIAL DIRECT CO., INC. 75 MAXESS ROAD MELVILLE, NY 11747	X	X	Chairman and CEO	

Signatures

/s/ J. Robert Small,
Attorney-in-Fact

11/04/2005

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The shares of Class A Common Stock reported as being acquired by the Reporting Person on this report were acquired upon conversion of Class B Common Stock held by the Mitchell L. Jacobson 2005 Grantor Retained Annuity Trust #2 (the "Jacobson 2005 GRAT 2"). The Reporting Person is the Settlor and Trustee of the Jacobson 2005 GRAT 2. The Reporting Person disclaims beneficial ownership of

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the shares owned by the Jacobson 2005 GRAT 2.

- (2) The Class B Common Stock is convertible into Class A Common Stock on a one-for-one basis
- (3) The Class B Common Stock is immediately convertible into Class A Common Stock and does not expire.
- (4) Includes 1,100,000 shares of Class B Common Stock as Settlor and Trustee of the Jacobson 2005 GRAT 2. The Reporting Person disclaims beneficial ownership of the shares held by the Jacobson 2005 GRAT 2.

Includes 946,246 shares of Class B Common Stock as Trustee of the Marjorie Diane Gershwind 1994 Qualified Fifteen Year Annuity Interest Trust. The Reporting Person disclaims beneficial ownership of the shares held by the Marjorie Diane Gershwind 1994 Qualified Fifteen Year Annuity Interest Trust.
- (5) Includes 3,000,000 shares of Class B Common Stock as Settlor and Trustee of the Mitchell L. Jacobson 2005 Grantor Retained Annuity Trust. The Reporting Person disclaims beneficial ownership of the shares held by the Mitchell L. Jacobson 2005 Grantor Retained Annuity Trust.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.